

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

March 1, 1999

RECORDATION NO. **22047**

FILED ↑

MAR 3 '99

10-00AM

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Net Lease Agreement** dated as of December 31, 1998 ("**Memorandum**") between the following parties:

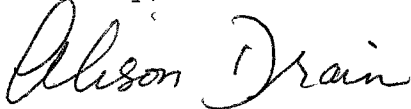
Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Entergy Gulf States, Inc. c/o Entergy Services, Inc. Parkwood II Buildings; Suite 300 1055 Grogans Mill Road The Woodlands, TX 77380

The equipment involved in this transaction is as follows:

Equipment:	One hundred sixteen (116) railcars as more fully described in <u>Schedule A</u> to the Memorandum.
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Please file this Memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,



Alison Drain
Document Administrator

/ad
Enclosures (2)

RECORDATION NO. 22047

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10-00AM

MEMORANDUM OF
NET LEASE AGREEMENT

THIS MEMORANDUM OF NET LEASE AGREEMENT ("Memorandum") is dated as of December 31, 1998 and is intended to evidence that certain Net Lease Agreement dated as of December 31, 1998 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and ENTERGY GULF STATES, INC., a Texas corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

ENTERGY GULF STATES, INC.

By: By: 

Print Name: Richard C. Kirchner

Print Name: Charles W. Jewell, Jr.

Title: President

Title: Director, Coal Supply gsk

SCHEDULE A

TO THE MEMORANDUM OF NET LEASE AGREEMENT

THE UNITS

Description of Units:

One hundred sixteen (116), 4,000 cubic foot, 102-ton capacity, steel, open top, coal gondola railcars with rotary couplers; built by Bethlehem Steel Corporation in 1981.

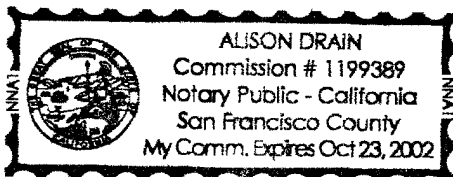
Mark	Number	Mark	Number	Mark	Number
1	GSNX 60	49	GSNX 316	97	GSNX 589
2	GSNX 64	50	GSNX 332	98	GSNX 594
3	GSNX 65	51	GSNX 335	99	GSNX 600
4	GSNX 104	52	GSNX 343	100	GSNX 608
5	GSNX 111	53	GSNX 352	101	GSNX 611
6	GSNX 114	54	GSNX 371	102	GSNX 620
7	GSNX 115	55	GSNX 372	103	GSNX 625
8	GSNX 116	56	GSNX 380	104	GSNX 626
9	GSNX 117	57	GSNX 384	105	GSNX 627
10	GSNX 124	58	GSNX 385	106	GSNX 635
11	GSNX 125	59	GSNX 387	107	GSNX 643
12	GSNX 127	60	GSNX 398	108	GSNX 646
13	GSNX 131	61	GSNX 402	109	GSNX 647
14	GSNX 134	62	GSNX 403	110	GSNX 652
15	GSNX 141	63	GSNX 412	111	GSNX 656
16	GSNX 144	64	GSNX 413	112	GSNX 662
17	GSNX 153	65	GSNX 415	113	GSNX 667
18	GSNX 154	66	GSNX 439	114	GSNX 669
19	GSNX 163	67	GSNX 441	115	GSNX 693
20	GSNX 164	68	GSNX 448	116	GSNX to be provided
21	GSNX 165	69	GSNX 452		
22	GSNX 175	70	GSNX 454		
23	GSNX 189	71	GSNX 461		
24	GSNX 197	72	GSNX 462		
25	GSNX 206	73	GSNX 463		
26	GSNX 211	74	GSNX 468		
27	GSNX 213	75	GSNX 471		
28	GSNX 230	76	GSNX 473		
29	GSNX 232	77	GSNX 474		
30	GSNX 233	78	GSNX 484		
31	GSNX 234	79	GSNX 487		
32	GSNX 240	80	GSNX 495		
33	GSNX 243	81	GSNX 501		
34	GSNX 252	82	GSNX 502		
35	GSNX 256	83	GSNX 504		
36	GSNX 260	84	GSNX 521		
37	GSNX 261	85	GSNX 529		
38	GSNX 265	86	GSNX 534		
39	GSNX 267	87	GSNX 541		
40	GSNX 271	88	GSNX 546		
41	GSNX 272	89	GSNX 548		
42	GSNX 283	90	GSNX 549		
43	GSNX 288	91	GSNX 552		
44	GSNX 296	92	GSNX 566		
45	GSNX 298	93	GSNX 567		
46	GSNX 302	94	GSNX 570		
47	GSNX 312	95	GSNX 577		
48	GSNX 313	96	GSNX 587		

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On February 11, 1999, before me, Alison Drain, personally
appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and acknowledged
to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted,
executed the instrument.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

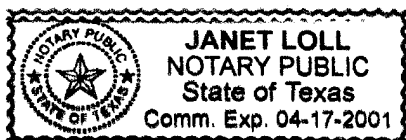
STATE OF TEXAS)
) S.S.
COUNTY OF Montgomery)

On 2-3, 1999, before me, Janet Loll, personally
appeared Charles W. Jewell Jr, Director, Coal Supply of
ENERGY GULF STATES, INC.,

— personally known to me -OR-

✓ proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and acknowledged
to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted,
executed the instrument.

Witness my hand and official seal.



Janet Loll
SIGNATURE OF THE NOTARY

[Notarial Seal]